

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

19111-DDD, EEE, +
FFF

OF COUNSEL
URBAN A. LESTER

August 28, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Sixteenth Amendment to Security Agreement-Trust Deed, dated as of August 29, 1995, and a Bill of Sale and Assignment and Assumption Agreement, dated as of August 29, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Sixteenth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

The 561 railcars being ADDED to the Security Agreement are set forth in Annex A attached to the Sixteenth Amendment, and the Leases related thereto are set forth in Annex B attached to the Sixteenth Amendment.

Countryants -

Mr. Vernon A. Williams
August 28, 1995
Page 2

With respect to the 561 railcars being added to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

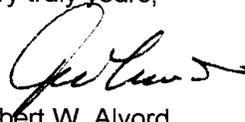
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045-1383

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

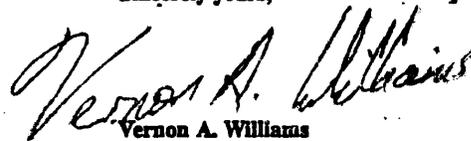
8/29/95

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/95 at 2:15PM, and assigned recordation number(s). 19111-DDD,EEE and FFF,15238 A.

Sincerely yours,

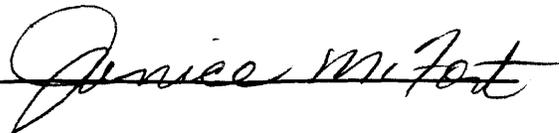

Vernon A. Williams
Secretary

Enclosure(s)

(0100753062)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



[Execution Copy]

19111-DDD

AD 2

SIXTEENTH AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED,

dated as of August 29, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

SIXTEENTH AMENDMENT

TO

SECURITY AGREEMENT - TRUST DEED

THIS SIXTEENTH AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of August 29, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date hereof, Annex A to the Security Agreement is hereby amended and supplemented by the addition of the Cars listed on Annex A hereto. Each reference to Annex A in the Security Agreement shall be deemed to refer to such Annex as

amended by Annex A. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Cars listed on Annex A hereto to the same extent and with the same force and effect as if such Cars had been specifically described and referred to in the Security Agreement.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended and supplemented by the addition of the Equipment Leases listed on Annex B hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Equipment Leases listed on Annex B hereto to the same extent and with the same force and effect as if such Equipment Leases had been specifically described and referred to in the Security Agreement.

ARTICLE III

REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

(a) contravene the Debtor's certificate of incorporation or by-laws; or

(b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. **THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.**

ANNEX A

ACFX	39744	ACFX	40658	ACFX	40708
ACFX	39745	ACFX	40659	ACFX	40709
ACFX	39746	ACFX	40660	ACFX	40710
ACFX	39750	ACFX	40661	ACFX	40711
ACFX	39751	ACFX	40662	ACFX	40712
ACFX	39756	ACFX	40663	ACFX	40713
ACFX	39757	ACFX	40664	ACFX	40714
ACFX	39758	ACFX	40665	ACFX	40715
ACFX	39759	ACFX	40666	ACFX	40716
ACFX	39760	ACFX	40667	ACFX	40717
ACFX	39761	ACFX	40668	ACFX	40718
ACFX	39762	ACFX	40669	ACFX	40719
ACFX	39763	ACFX	40670	ACFX	40720
ACFX	39764	ACFX	40671	ACFX	40721
ACFX	39765	ACFX	40672	ACFX	40722
ACFX	39766	ACFX	40673	ACFX	40723
ACFX	39767	ACFX	40674	ACFX	40724
ACFX	39768	ACFX	40675	ACFX	40725
ACFX	39769	ACFX	40676	ACFX	40726
ACFX	39771	ACFX	40677	ACFX	40727
ACFX	39772	ACFX	40678	ACFX	40728
ACFX	39773	ACFX	40679	ACFX	40729
ACFX	39774	ACFX	40680	ACFX	40730
ACFX	39776	ACFX	40681	ACFX	40731
ACFX	39777	ACFX	40682	ACFX	40732
ACFX	40633	ACFX	40683	ACFX	40733
ACFX	40634	ACFX	40684	ACFX	40734
ACFX	40635	ACFX	40685	ACFX	40735
ACFX	40636	ACFX	40686	ACFX	40736
ACFX	40637	ACFX	40687	ACFX	40737
ACFX	40638	ACFX	40688	ACFX	40738
ACFX	40639	ACFX	40689	ACFX	40739
ACFX	40640	ACFX	40690	ACFX	40740
ACFX	40641	ACFX	40691	ACFX	40741
ACFX	40642	ACFX	40692	ACFX	40742
ACFX	40643	ACFX	40693	ACFX	40743
ACFX	40644	ACFX	40694	ACFX	40744
ACFX	40645	ACFX	40695	ACFX	40745
ACFX	40646	ACFX	40696	ACFX	40746
ACFX	40647	ACFX	40697	ACFX	40747
ACFX	40648	ACFX	40698	ACFX	40748
ACFX	40649	ACFX	40699	ACFX	40749
ACFX	40650	ACFX	40700	ACFX	40750
ACFX	40651	ACFX	40701	ACFX	40752
ACFX	40652	ACFX	40702	ACFX	40753
ACFX	40653	ACFX	40703	ACFX	40754
ACFX	40654	ACFX	40704	ACFX	40755
ACFX	40655	ACFX	40705	ACFX	40756
ACFX	40656	ACFX	40706	ACFX	40757
ACFX	40657	ACFX	40707	ACFX	40758

ANNEX A

ACFX	40759	ACFX	40812	ACFX	51327
ACFX	40760	ACFX	40813	ACFX	51328
ACFX	40761	ACFX	40814	ACFX	51329
ACFX	40762	ACFX	40815	ACFX	51330
ACFX	40763	ACFX	40816	ACFX	51331
ACFX	40764	ACFX	40817	ACFX	51332
ACFX	40765	ACFX	40818	ACFX	51333
ACFX	40766	ACFX	40819	ACFX	51334
ACFX	40767	ACFX	40820	ACFX	51335
ACFX	40768	ACFX	40821	ACFX	51336
ACFX	40769	ACFX	40822	ACFX	51337
ACFX	40770	ACFX	40823	ACFX	51338
ACFX	40771	ACFX	40824	ACFX	51339
ACFX	40772	ACFX	40825	ACFX	51340
ACFX	40773	ACFX	40826	ACFX	51341
ACFX	40775	ACFX	40827	ACFX	51343
ACFX	40776	ACFX	40828	ACFX	51344
ACFX	40778	ACFX	40829	ACFX	51345
ACFX	40779	ACFX	40830	ACFX	51346
ACFX	40781	ACFX	40831	ACFX	51347
ACFX	40782	ACFX	40832	ACFX	51348
ACFX	40783	ACFX	40833	ACFX	51349
ACFX	40784	ACFX	40834	ACFX	51350
ACFX	40785	ACFX	40835	ACFX	51351
ACFX	40786	ACFX	40836	ACFX	51352
ACFX	40787	ACFX	40837	ACFX	51353
ACFX	40788	ACFX	40838	ACFX	51354
ACFX	40789	ACFX	40839	ACFX	51355
ACFX	40790	ACFX	40840	ACFX	51356
ACFX	40791	ACFX	40841	ACFX	51357
ACFX	40792	ACFX	40842	ACFX	51358
ACFX	40793	ACFX	40843	ACFX	51359
ACFX	40794	ACFX	40844	ACFX	51360
ACFX	40795	ACFX	40845	ACFX	51361
ACFX	40796	ACFX	40846	ACFX	51362
ACFX	40797	ACFX	40847	ACFX	51363
ACFX	40798	ACFX	40848	ACFX	51364
ACFX	40799	ACFX	40849	ACFX	51365
ACFX	40800	ACFX	40850	ACFX	51366
ACFX	40801	ACFX	51302	ACFX	51367
ACFX	40802	ACFX	51303	ACFX	51368
ACFX	40803	ACFX	51304	ACFX	51369
ACFX	40804	ACFX	51305	ACFX	51370
ACFX	40805	ACFX	51306	ACFX	51372
ACFX	40806	ACFX	51321	ACFX	51374
ACFX	40807	ACFX	51322	ACFX	51375
ACFX	40808	ACFX	51323	ACFX	51376
ACFX	40809	ACFX	51324	ACFX	51377
ACFX	40810	ACFX	51325	ACFX	51378
ACFX	40811	ACFX	51326	ACFX	51379

ANNEX A

ACFX	51380	ACFX	64570	ACFX	71424
ACFX	51381	ACFX	64571	ACFX	71425
ACFX	51382	ACFX	64572	ACFX	71426
ACFX	51383	ACFX	64573	ACFX	71427
ACFX	51384	ACFX	64574	ACFX	71428
ACFX	51385	ACFX	64575	ACFX	71429
ACFX	51386	ACFX	64576	ACFX	71430
ACFX	51387	ACFX	64577	ACFX	71431
ACFX	51388	ACFX	64578	ACFX	71432
ACFX	51389	ACFX	64579	ACFX	71433
ACFX	51390	ACFX	64580	ACFX	71434
ACFX	51391	ACFX	64581	ACFX	71435
ACFX	51405	ACFX	64582	ACFX	71436
ACFX	51407	ACFX	64583	ACFX	71437
ACFX	51415	ACFX	64584	ACFX	71438
ACFX	51420	ACFX	64585	ACFX	71439
ACFX	64536	ACFX	64586	ACFX	71445
ACFX	64537	ACFX	64587	ACFX	71451
ACFX	64538	ACFX	64588	ACFX	71452
ACFX	64539	ACFX	64589	ACFX	71453
ACFX	64540	ACFX	64590	ACFX	71454
ACFX	64541	ACFX	64591	ACFX	71455
ACFX	64542	ACFX	64592	ACFX	71456
ACFX	64543	ACFX	64593	ACFX	71458
ACFX	64544	ACFX	71328	ACFX	71459
ACFX	64545	ACFX	71329	ACFX	71460
ACFX	64546	ACFX	71330	ACFX	71461
ACFX	64547	ACFX	71331	ACFX	71462
ACFX	64548	ACFX	71394	ACFX	71463
ACFX	64549	ACFX	71395	ACFX	71464
ACFX	64550	ACFX	71396	ACFX	71465
ACFX	64551	ACFX	71402	ACFX	71466
ACFX	64552	ACFX	71403	ACFX	71467
ACFX	64553	ACFX	71405	ACFX	71468
ACFX	64554	ACFX	71406	ACFX	71469
ACFX	64555	ACFX	71408	ACFX	71470
ACFX	64556	ACFX	71409	ACFX	71471
ACFX	64557	ACFX	71410	ACFX	71472
ACFX	64558	ACFX	71411	ACFX	71473
ACFX	64559	ACFX	71412	ACFX	71474
ACFX	64560	ACFX	71413	ACFX	71475
ACFX	64561	ACFX	71414	ACFX	71476
ACFX	64562	ACFX	71416	ACFX	71477
ACFX	64563	ACFX	71417	ACFX	71478
ACFX	64564	ACFX	71418	ACFX	71479
ACFX	64565	ACFX	71419	ACFX	71480
ACFX	64566	ACFX	71420	ACFX	71481
ACFX	64567	ACFX	71421	ACFX	71496
ACFX	64568	ACFX	71422	ACFX	71497
ACFX	64569	ACFX	71423	ACFX	71498

ANNEX A

ACFX	71499	ACFX	71658	SOO	101039
ACFX	71500	ACFX	71659	SOO	101040
ACFX	71501	ACFX	71660	SOO	101041
ACFX	71502	ACFX	71661	SOO	101042
ACFX	71503	ACFX	71662	SOO	101043
ACFX	71504	ACFX	71663	SOO	101044
ACFX	71505	ACFX	71664	SOO	101045
ACFX	71506	ACFX	71665	SOO	101046
ACFX	71507	ACFX	71666	SOO	101047
ACFX	71508	ACFX	71667	SOO	101048
ACFX	71509	ACFX	71668	SOO	101049
ACFX	71510	ACFX	71669		
ACFX	71511	SOO	101000		
ACFX	71512	SOO	101001		
ACFX	71513	SOO	101002		
ACFX	71514	SOO	101003		
ACFX	71515	SOO	101004		
ACFX	71516	SOO	101005		
ACFX	71517	SOO	101006		
ACFX	71518	SOO	101007		
ACFX	71519	SOO	101008		
ACFX	71520	SOO	101009		
ACFX	71521	SOO	101010		
ACFX	71522	SOO	101011		
ACFX	71523	SOO	101012		
ACFX	71524	SOO	101013		
ACFX	71525	SOO	101014		
ACFX	71526	SOO	101015		
ACFX	71527	SOO	101016		
ACFX	71528	SOO	101018		
ACFX	71529	SOO	101019		
ACFX	71530	SOO	101020		
ACFX	71531	SOO	101021		
ACFX	71532	SOO	101022		
ACFX	71533	SOO	101023		
ACFX	71534	SOO	101024		
ACFX	71535	SOO	101025		
ACFX	71536	SOO	101026		
ACFX	71537	SOO	101027		
ACFX	71538	SOO	101028		
ACFX	71539	SOO	101029		
ACFX	71540	SOO	101030		
ACFX	71650	SOO	101031		
ACFX	71651	SOO	101032		
ACFX	71652	SOO	101033		
ACFX	71653	SOO	101034		
ACFX	71654	SOO	101035		
ACFX	71655	SOO	101036		
ACFX	71656	SOO	101037		
ACFX	71657	SOO	101038		

561 CARS

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	18FINA OIL AND CHEMICAL COMPA	58570014	ACFX 40701	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40702	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40703	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40704	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40705	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40706	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40707	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40708	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40709	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40710	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40711	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40712	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40713	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40714	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40715	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40716	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40717	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40718	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40719	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40720	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40721	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40722	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40723	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40724	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40725	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40726	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40727	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40728	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40729	H	1986	03/01/93	09/30/96	
		58570014	ACFX 40730	H	1986	03/01/93	09/30/96	
	18FINA OIL AND CHEMICAL COMPA	56190002	ACFX 71463	T	1986	10/01/91	09/30/96	
	45E.C.C.I.	56190002	ACFX 71464	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71465	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71466	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71467	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71468	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71469	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71470	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71471	T	1986	10/01/91	09/30/96	

ANNEX B

LESSOR CODE	LESSOR	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	45E.C.I.	56190002	ACFX 71472	T	1986	10/01/91	09/30/96	
	67LUZENAC AMERICA	56190002	ACFX 71473	T	1986	10/01/91	09/30/96	
	86 APPLETON PAPER INC	56190002	ACFX 71474	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71475	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71476	T	1986	10/01/91	09/30/96	
		56190002	ACFX 71477	T	1986	10/01/91	09/30/96	
		56190007	ACFX 51339	H	1986	06/01/92	05/31/97	
		56190007	ACFX 51340	H	1986	06/01/92	05/31/97	
		56190007	ACFX 51341	H	1986	06/01/92	05/31/97	
		4173	ACFX 51374	H	1986	11/01/93	10/31/97	18
	86 APPLETON PAPER INC	5967	ACFX 51360	H	1986	05/01/94	04/30/99	1
	152500 LINE RAILROAD COMPANY	5967	ACFX 51361	H	1986	05/01/94	04/30/99	
		5967	ACFX 51362	H	1986	05/01/94	04/30/99	3
		4017	S00 101000	H	1986	09/01/91	08/31/96	
		4017	S00 101001	H	1986	09/01/91	08/31/96	
		4017	S00 101002	H	1986	09/01/91	08/31/96	
		4017	S00 101003	H	1986	09/01/91	08/31/96	
		4017	S00 101004	H	1986	09/01/91	08/31/96	
		4017	S00 101005	H	1986	09/01/91	08/31/96	
		4017	S00 101006	H	1986	09/01/91	08/31/96	
		4017	S00 101007	H	1986	09/01/91	08/31/96	
		4017	S00 101008	H	1986	09/01/91	08/31/96	
		4017	S00 101009	H	1986	09/01/91	08/31/96	
		4017	S00 101010	H	1986	09/01/91	08/31/96	
		4017	S00 101011	H	1986	09/01/91	08/31/96	
		4017	S00 101012	H	1986	09/01/91	08/31/96	
		4017	S00 101013	H	1986	09/01/91	08/31/96	
		4017	S00 101014	H	1986	09/01/91	08/31/96	
		4017	S00 101015	H	1986	09/01/91	08/31/96	
		4017	S00 101016	H	1986	09/01/91	08/31/96	
		4017	S00 101018	H	1986	09/01/91	08/31/96	
		4017	S00 101019	H	1986	09/01/91	08/31/96	
		4017	S00 101020	H	1986	09/01/91	08/31/96	
		4017	S00 101021	H	1986	09/01/91	08/31/96	
		4017	S00 101022	H	1986	09/01/91	08/31/96	
		4017	S00 101023	H	1986	09/01/91	08/31/96	
		4017	S00 101024	H	1986	09/01/91	08/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	152 SOO LINE RAILROAD COMPANY	4017	SOO 101025	H	1986	09/01/91	08/31/96	
	154 DOW CHEMICAL COMPANY THE	4017	SOO 101026	H	1986	09/01/91	08/31/96	
		4017	SOO 101027	H	1986	09/01/91	08/31/96	
		4017	SOO 101028	H	1986	09/01/91	08/31/96	
		4017	SOO 101029	H	1986	09/01/91	08/31/96	
		4017	SOO 101030	H	1986	09/01/91	08/31/96	
		4017	SOO 101031	H	1986	09/01/91	08/31/96	
		4017	SOO 101032	H	1986	09/01/91	08/31/96	
		4017	SOO 101033	H	1986	09/01/91	08/31/96	
		4017	SOO 101034	H	1986	09/01/91	08/31/96	
		4017	SOO 101035	H	1986	09/01/91	08/31/96	
		4017	SOO 101036	H	1986	09/01/91	08/31/96	
		4017	SOO 101037	H	1986	09/01/91	08/31/96	
		4017	SOO 101038	H	1986	09/01/91	08/31/96	
		4017	SOO 101039	H	1986	09/01/91	08/31/96	
		4017	SOO 101040	H	1986	09/01/91	08/31/96	
		4017	SOO 101041	H	1986	09/01/91	08/31/96	
		4017	SOO 101042	H	1986	09/01/91	08/31/96	
		4017	SOO 101043	H	1986	09/01/91	08/31/96	
		4017	SOO 101044	H	1986	09/01/91	08/31/96	
		4017	SOO 101045	H	1986	09/01/91	08/31/96	
		4017	SOO 101046	H	1986	09/01/91	08/31/96	
		4017	SOO 101047	H	1986	09/01/91	08/31/96	
		4017	SOO 101048	H	1986	09/01/91	08/31/96	
		4017	SOO 101049	H	1986	09/01/91	08/31/96	
		15220074	ACFX 39744	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39745	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39746	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39750	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39751	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39756	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39757	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39758	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39759	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39760	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39761	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39762	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39763	H	1986	01/01/87	12/31/96	
		15220074	ACFX 39764	H	1986	01/01/87	12/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
15220074	ACFX	39765	H	1986	01/01/87	12/31/96		
15220074	ACFX	39766	H	1986	01/01/87	12/31/96		
15220074	ACFX	39767	H	1986	01/01/87	12/31/96		
15220074	ACFX	39768	H	1986	01/01/87	12/31/96		
15220074	ACFX	39769	H	1986	01/01/87	12/31/96		
15220074	ACFX	39771	H	1986	01/01/87	12/31/96		
15220074	ACFX	39772	H	1986	01/01/87	12/31/96		
15220074	ACFX	39773	H	1986	01/01/87	12/31/96		
15220074	ACFX	39774	H	1986	01/01/87	12/31/96		
15220074	ACFX	39776	H	1986	01/01/87	12/31/96		
15220074	ACFX	39777	H	1986	01/01/87	12/31/96		
15220074	ACFX	64536	H	1986	01/01/87	12/31/96		
15220074	ACFX	64537	H	1986	01/01/87	12/31/96		
15220074	ACFX	64538	H	1986	01/01/87	12/31/96		
15220074	ACFX	64539	H	1986	01/01/87	12/31/96		
15220074	ACFX	64540	H	1986	01/01/87	12/31/96		
15220074	ACFX	64541	H	1986	01/01/87	12/31/96		
15220074	ACFX	64542	H	1986	01/01/87	12/31/96		
15220074	ACFX	64543	H	1986	01/01/87	12/31/96		
15220074	ACFX	64544	H	1986	01/01/87	12/31/96		
15220074	ACFX	64545	H	1986	01/01/87	12/31/96		
15220074	ACFX	64546	H	1986	01/01/87	12/31/96		
15220074	ACFX	64547	H	1986	01/01/87	12/31/96		
15220074	ACFX	64548	H	1986	01/01/87	12/31/96		
15220074	ACFX	64549	H	1986	01/01/87	12/31/96		
15220074	ACFX	64550	H	1986	01/01/87	12/31/96		
15220074	ACFX	64551	H	1986	01/01/87	12/31/96		
15220074	ACFX	64552	H	1986	01/01/87	12/31/96		
15220074	ACFX	64553	H	1986	01/01/87	12/31/96		
15220074	ACFX	64554	H	1986	01/01/87	12/31/96		
15220074	ACFX	64555	H	1986	01/01/87	12/31/96		
15220074	ACFX	64556	H	1986	01/01/87	12/31/96		
15220074	ACFX	64557	H	1986	01/01/87	12/31/96		
15220074	ACFX	64558	H	1986	01/01/87	12/31/96		
15220074	ACFX	64559	H	1986	01/01/87	12/31/96		
15220074	ACFX	64560	H	1986	01/01/87	12/31/96		
15220074	ACFX	64561	H	1986	01/01/87	12/31/96		
15220074	ACFX	64562	H	1986	01/01/87	12/31/96		
15220074	ACFX	64563	H	1986	01/01/87	12/31/96		
15220074	ACFX	64564	H	1986	01/01/87	12/31/96		

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	154DOW CHEMICAL COMPANY THE	15220074	ACFX 64565	H	1986	01/01/87	12/31/96	
	211 AKZO NOBEL CHEMICALS INC.	15220074	ACFX 64566	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64567	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64568	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64569	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64570	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64571	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64572	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64573	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64574	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64575	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64576	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64577	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64578	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64579	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64580	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64581	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64582	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64583	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64584	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64585	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64586	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64587	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64588	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64589	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64590	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64591	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64592	H	1986	01/01/87	12/31/96	
		15220074	ACFX 64593	H	1986	01/01/87	12/31/96	
	211 AKZO NOBEL CHEMICALS INC.	45100042	ACFX 51302	H	1986	10/01/91	09/30/96	83
		45100042	ACFX 51303	H	1986	10/01/91	09/30/96	
		45100042	ACFX 51304	H	1986	10/01/91	09/30/96	
		45100042	ACFX 51305	H	1986	10/01/91	09/30/96	
	211 AKZO NOBEL CHEMICALS INC.	4065	ACFX 71496	T	1986	11/01/86	10/31/96	4
	230 GRAIN PROCESSING CORP	4065	ACFX 71497	T	1986	11/01/86	10/31/96	
		4065	ACFX 71498	T	1986	11/01/86	10/31/96	
		4065	ACFX 71499	T	1986	11/01/86	10/31/96	
		4065	ACFX 71500	T	1986	11/01/86	10/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	ACFX	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
362MONSANTO COMPANY									
392NATIONAL STARCH AND CHEMICA									
4078			ACFX	71540	T	1986	11/01/91	10/31/96	5
4175			ACFX	51375	H	1986	11/01/91	10/31/96	
4175			ACFX	51376	H	1986	11/01/91	10/31/96	
4175			ACFX	51377	H	1986	11/01/91	10/31/96	
4175			ACFX	51378	H	1986	11/01/91	10/31/96	
4175			ACFX	51379	H	1986	11/01/91	10/31/96	
4175			ACFX	51380	H	1986	11/01/91	10/31/96	
4175			ACFX	51381	H	1986	11/01/91	10/31/96	
4175			ACFX	51382	H	1986	11/01/91	10/31/96	
4175			ACFX	51383	H	1986	11/01/91	10/31/96	
4175			ACFX	51384	H	1986	11/01/91	10/31/96	
392NATIONAL STARCH AND CHEMICA									
438PENFORD PRODUCTS CO.									
4180			ACFX	51385	H	1986	12/01/91	11/30/96	10
4180			ACFX	51386	H	1986	12/01/91	11/30/96	
4180			ACFX	51387	H	1986	12/01/91	11/30/96	
4180			ACFX	51388	H	1986	12/01/91	11/30/96	
4180			ACFX	51389	H	1986	12/01/91	11/30/96	
4180			ACFX	51390	H	1986	12/01/91	11/30/96	
4180			ACFX	51391	H	1986	12/01/91	11/30/96	
438PENFORD PRODUCTS CO.									
443ELF ATOCHEM NORTH AMERICA,									
4074			ACFX	71526	T	1986	12/01/91	11/30/96	7
4074			ACFX	71527	T	1986	12/01/91	11/30/96	
4074			ACFX	71528	T	1986	12/01/91	11/30/96	
4074			ACFX	71529	T	1986	12/01/91	11/30/96	
4074			ACFX	71530	T	1986	12/01/91	11/30/96	
4074			ACFX	71531	T	1986	12/01/91	11/30/96	
4074			ACFX	71532	T	1986	12/01/91	11/30/96	
4074			ACFX	71533	T	1986	12/01/91	11/30/96	
4074			ACFX	71534	T	1986	12/01/91	11/30/96	
4074			ACFX	71535	T	1986	12/01/91	11/30/96	
443ELF ATOCHEM NORTH AMERICA,									
464PROCTER & GAMBLE MFG COMPAN									
96750218			ACFX	51324	H	1986	04/01/91	03/31/96	10
96750218			ACFX	51325	H	1986	04/01/91	03/31/96	
96750218			ACFX	51326	H	1986	04/01/91	03/31/96	
96750218			ACFX	51327	H	1986	04/01/91	03/31/96	
96750218			ACFX	51328	H	1986	04/01/91	03/31/96	
96750218			ACFX	51329	H	1986	04/01/91	03/31/96	
96750218			ACFX	51330	H	1986	04/01/91	03/31/96	
96750218			ACFX	51331	H	1986	04/01/91	03/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	ACFX	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	464PROCTER & GAMBLE MFG COMPAN								
	485REXENE COMPANY								
		96750218	ACFX	51332	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51334	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51335	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51336	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51337	H	1986	04/01/91	03/31/96	
		96750218	ACFX	51338	H	1986	04/01/91	03/31/96	
		96750524	ACFX	51333	H	1986	04/01/91	03/31/96	
		50570012	ACFX	40752	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40753	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40754	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40757	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40758	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40759	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40760	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40761	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40762	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40763	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40764	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40766	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40767	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40768	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40769	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40770	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40771	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40773	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40775	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40776	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40778	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40779	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40782	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40783	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40784	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40785	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40786	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40788	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40790	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40791	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40792	H	1986	11/01/91	10/31/96	
		50570012	ACFX	40793	H	1986	11/01/91	10/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
50570012	ACFX	40794	H	1986	11/01/91	10/31/96		
50570012	ACFX	40795	H	1986	11/01/91	10/31/96		
50570012	ACFX	40796	H	1986	11/01/91	10/31/96		
50570012	ACFX	40798	H	1986	11/01/91	10/31/96		
50570012	ACFX	40799	H	1986	11/01/91	10/31/96		
50570012	ACFX	40800	H	1986	11/01/91	10/31/96		
50570012	ACFX	40801	H	1986	11/01/91	10/31/96		
50570012	ACFX	40802	H	1986	11/01/91	10/31/96		
50570012	ACFX	40803	H	1986	11/01/91	10/31/96		
50570012	ACFX	40805	H	1986	11/01/91	10/31/96		
50570012	ACFX	40806	H	1986	11/01/91	10/31/96		
50570012	ACFX	40807	H	1986	11/01/91	10/31/96		
50570012	ACFX	40808	H	1986	11/01/91	10/31/96		
50570012	ACFX	40809	H	1986	11/01/91	10/31/96		
50570012	ACFX	40810	H	1986	11/01/91	10/31/96		
50570012	ACFX	40811	H	1986	11/01/91	10/31/96		
50570012	ACFX	40812	H	1986	11/01/91	10/31/96		
50570012	ACFX	40813	H	1986	11/01/91	10/31/96		
50570012	ACFX	40814	H	1986	11/01/91	10/31/96		
50570012	ACFX	40815	H	1986	11/01/91	10/31/96		
50570012	ACFX	40816	H	1986	11/01/91	10/31/96		
50570012	ACFX	40817	H	1986	11/01/91	10/31/96		
50570012	ACFX	40818	H	1986	11/01/91	10/31/96		
50570012	ACFX	40819	H	1986	11/01/91	10/31/96		
50570012	ACFX	40821	H	1986	11/01/91	10/31/96		
50570012	ACFX	40822	H	1986	11/01/91	10/31/96		
50570012	ACFX	40824	H	1986	11/01/91	10/31/96		
50570012	ACFX	40826	H	1986	11/01/91	10/31/96		
50570012	ACFX	40827	H	1986	11/01/91	10/31/96		
50570012	ACFX	40828	H	1986	11/01/91	10/31/96		
50570012	ACFX	40829	H	1986	11/01/91	10/31/96		
50570012	ACFX	40831	H	1986	11/01/91	10/31/96		
50570012	ACFX	40832	H	1986	11/01/91	10/31/96		
50570012	ACFX	40833	H	1986	11/01/91	10/31/96		
50570012	ACFX	40835	H	1986	11/01/91	10/31/96		
50570012	ACFX	40837	H	1986	11/01/91	10/31/96		
50570012	ACFX	40838	H	1986	11/01/91	10/31/96		
50570012	ACFX	40839	H	1986	11/01/91	10/31/96		
50570012	ACFX	40840	H	1986	11/01/91	10/31/96		
50570012	ACFX	40841	H	1986	11/01/91	10/31/96		

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
485 REXENE COMPANY								
514 SHELL OIL COMPANY								
		33040095	ACFX 71650	T	1986	01/01/95	12/31/99	82
		33040095	ACFX 71651	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71652	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71653	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71654	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71655	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71656	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71657	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71658	T	1986	01/01/95	12/31/99	
		33040095	ACFX 71659	T	1986	01/01/95	12/31/99	
		33040096	ACFX 71660	T	1986	12/01/94	11/30/99	
		33040096	ACFX 71661	T	1986	12/01/94	11/30/99	
		33040096	ACFX 71662	T	1986	12/01/94	11/30/99	
		33040096	ACFX 71663	T	1986	12/01/94	11/30/99	
514 SHELL OIL COMPANY								
534 SOLVAY POLYMERS, INC.								
		08000E	ACFX 40772	H	1986	03/01/95	05/31/95	20
		6155	ACFX 40756	H	1986	09/01/94	08/31/97	
534 SOLVAY POLYMERS, INC.								
572 ARISTECH CHEMICAL CORPORATI								
		27530107	ACFX 71328	T	1986	09/01/91	08/31/96	2
		27530107	ACFX 71329	T	1986	09/01/91	08/31/96	
		27530107	ACFX 71330	T	1986	09/01/91	08/31/96	
		27530107	ACFX 71331	T	1986	09/01/91	08/31/96	
		27530107	ACFX 71478	T	1986	09/01/91	08/31/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	ACFX IDENT	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
572 ARISTECH CHEMICAL CORPORATI 598 A. E. STALEY MANUFACTURING									
		27530107	ACFX	71479	T	1986	09/01/91	08/31/96	8
		27530107	ACFX	71480	T	1986	09/01/91	08/31/96	
		27530107	ACFX	71481	T	1986	09/01/91	08/31/96	
		4008	ACFX	51321	H	1986	08/01/91	07/31/96	
		4008	ACFX	51322	H	1986	08/01/91	07/31/96	
		4008	ACFX	51323	H	1986	08/01/91	07/31/96	
		4096	ACFX	51343	H	1986	10/01/91	09/30/96	
		4096	ACFX	51344	H	1986	10/01/91	09/30/96	
		4096	ACFX	51345	H	1986	10/01/91	09/30/96	
		4096	ACFX	51346	H	1986	10/01/91	09/30/96	
		4096	ACFX	51347	H	1986	10/01/91	09/30/96	
		4096	ACFX	51348	H	1986	10/01/91	09/30/96	
		4096	ACFX	51349	H	1986	10/01/91	09/30/96	
		4096	ACFX	51350	H	1986	10/01/91	09/30/96	
		4096	ACFX	51351	H	1986	10/01/91	09/30/96	
		4096	ACFX	51352	H	1986	10/01/91	09/30/96	
		4118	ACFX	51363	H	1986	11/01/91	10/31/96	
		4118	ACFX	51364	H	1986	11/01/91	10/31/96	
		4118	ACFX	51365	H	1986	11/01/91	10/31/96	
		4118	ACFX	51366	H	1986	11/01/91	10/31/96	
		4118	ACFX	51367	H	1986	11/01/91	10/31/96	
		4118	ACFX	51368	H	1986	11/01/91	10/31/96	
		4118	ACFX	51369	H	1986	11/01/91	10/31/96	
		4118	ACFX	51370	H	1986	11/01/91	10/31/96	
		4118	ACFX	51372	H	1986	11/01/91	10/31/96	
		4210	ACFX	51405	H	1986	01/01/92	12/31/96	
		4210	ACFX	51407	H	1986	01/01/92	12/31/96	
		4210	ACFX	51415	H	1986	01/01/92	12/31/96	
		4210	ACFX	51420	H	1986	01/01/92	12/31/96	
598 A. E. STALEY MANUFACTURING 601 QUANTUM CHEMICAL CORPORATIO									
		3957	ACFX	40633	H	1986	07/01/91	06/30/96	26
		3957	ACFX	40634	H	1986	07/01/91	06/30/96	
		3957	ACFX	40635	H	1986	07/01/91	06/30/96	
		3957	ACFX	40636	H	1986	07/01/91	06/30/96	
		3957	ACFX	40637	H	1986	07/01/91	06/30/96	
		3957	ACFX	40638	H	1986	07/01/91	06/30/96	
		3957	ACFX	40639	H	1986	07/01/91	06/30/96	
		3957	ACFX	40640	H	1986	07/01/91	06/30/96	
		3957	ACFX	40641	H	1986	07/01/91	06/30/96	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
3957	ACFX	40642	H	1986	07/01/91	06/30/96		
3957	ACFX	40643	H	1986	07/01/91	06/30/96		
3957	ACFX	40644	H	1986	07/01/91	06/30/96		
3957	ACFX	40645	H	1986	07/01/91	06/30/96		
3957	ACFX	40646	H	1986	07/01/91	06/30/96		
3957	ACFX	40647	H	1986	07/01/91	06/30/96		
3957	ACFX	40648	H	1986	07/01/91	06/30/96		
3957	ACFX	40649	H	1986	07/01/91	06/30/96		
3957	ACFX	40650	H	1986	07/01/91	06/30/96		
3957	ACFX	40651	H	1986	07/01/91	06/30/96		
3957	ACFX	40652	H	1986	07/01/91	06/30/96		
3957	ACFX	40653	H	1986	07/01/91	06/30/96		
3957	ACFX	40654	H	1986	07/01/91	06/30/96		
3957	ACFX	40655	H	1986	07/01/91	06/30/96		
3957	ACFX	40656	H	1986	07/01/91	06/30/96		
3957	ACFX	40657	H	1986	07/01/91	06/30/96		
3957	ACFX	40658	H	1986	07/01/91	06/30/96		
3957	ACFX	40659	H	1986	07/01/91	06/30/96		
3957	ACFX	40660	H	1986	07/01/91	06/30/96		
3957	ACFX	40661	H	1986	07/01/91	06/30/96		
3957	ACFX	40662	H	1986	07/01/91	06/30/96		
3957	ACFX	40663	H	1986	07/01/91	06/30/96		
3957	ACFX	40664	H	1986	07/01/91	06/30/96		
3957	ACFX	40665	H	1986	07/01/91	06/30/96		
3957	ACFX	40666	H	1986	07/01/91	06/30/96		
3957	ACFX	40667	H	1986	07/01/91	06/30/96		
3957	ACFX	40668	H	1986	07/01/91	06/30/96		
3957	ACFX	40669	H	1986	07/01/91	06/30/96		
3957	ACFX	40670	H	1986	07/01/91	06/30/96		
3957	ACFX	40671	H	1986	07/01/91	06/30/96		
3957	ACFX	40672	H	1986	07/01/91	06/30/96		
3957	ACFX	40673	H	1986	07/01/91	06/30/96		
3957	ACFX	40674	H	1986	07/01/91	06/30/96		
3957	ACFX	40675	H	1986	07/01/91	06/30/96		
3957	ACFX	40676	H	1986	07/01/91	06/30/96		
3957	ACFX	40677	H	1986	07/01/91	06/30/96		
3957	ACFX	40678	H	1986	07/01/91	06/30/96		
3957	ACFX	40679	H	1986	07/01/91	06/30/96		
3957	ACFX	40680	H	1986	07/01/91	06/30/96		
3957	ACFX	40681	H	1986	07/01/91	06/30/96		

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
		3957	ACFX 40682	H	1986	07/01/91	06/30/96	
		3957	ACFX 40683	H	1986	07/01/91	06/30/96	
		3957	ACFX 40684	H	1986	07/01/91	06/30/96	
		3957	ACFX 40685	H	1986	07/01/91	06/30/96	
		3957	ACFX 40686	H	1986	07/01/91	06/30/96	
		3957	ACFX 40687	H	1986	07/01/91	06/30/96	
		3957	ACFX 40688	H	1986	07/01/91	06/30/96	
		3957	ACFX 40689	H	1986	07/01/91	06/30/96	
		3957	ACFX 40690	H	1986	07/01/91	06/30/96	
		3957	ACFX 40691	H	1986	07/01/91	06/30/96	
		3957	ACFX 40692	H	1986	07/01/91	06/30/96	
		3957	ACFX 40693	H	1986	07/01/91	06/30/96	
		3957	ACFX 40694	H	1986	07/01/91	06/30/96	
		3957	ACFX 40695	H	1986	07/01/91	06/30/96	
		3957	ACFX 40696	H	1986	07/01/91	06/30/96	
		3957	ACFX 40697	H	1986	07/01/91	06/30/96	
		3957	ACFX 40698	H	1986	07/01/91	06/30/96	
		3957	ACFX 40699	H	1986	07/01/91	06/30/96	
		3957	ACFX 40700	H	1986	07/01/91	06/30/96	
601 QUANTUM CHEMICAL CORPORATIO								
667 WITCO CORPORATION								
		68740162	ACFX 71394	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71395	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71396	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71402	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71403	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71405	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71406	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71408	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71409	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71410	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71411	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71412	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71413	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71414	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71416	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71417	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71418	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71419	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71420	T	1986	09/01/91	08/31/96	
		68740162	ACFX 71421	T	1986	09/01/91	08/31/96	

ANNEX B

LESSOR CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	1351 LYONDELL POLYMERS	53470027	ACFX 40787	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40789	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40797	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40804	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40820	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40823	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40825	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40830	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40834	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40836	H	1986	05/01/93	04/30/98	
		53470027	ACFX 40850	H	1986	05/01/93	04/30/98	
								12
	1380 HUNTSMAN SPECIALTY CHEMICAL	4020	ACFX 71439	T	1986	12/15/93	09/30/96	
		4020	ACFX 71445	T	1986	12/15/93	09/30/96	
		4020	ACFX 71451	T	1986	12/15/93	09/30/96	
		4020	ACFX 71452	T	1986	12/15/93	09/30/96	
		4020	ACFX 71453	T	1986	12/15/93	09/30/96	
		4020	ACFX 71454	T	1986	12/15/93	09/30/96	
		4020	ACFX 71455	T	1986	12/15/93	09/30/96	
		4020	ACFX 71456	T	1986	12/15/93	09/30/96	
		4020	ACFX 71458	T	1986	12/15/93	09/30/96	
		4020	ACFX 71459	T	1986	12/15/93	09/30/96	
		4020	ACFX 71460	T	1986	12/15/93	09/30/96	
		4020	ACFX 71461	T	1986	12/15/93	09/30/96	
		4020	ACFX 71462	T	1986	12/15/93	09/30/96	
								13
								561